

B6 Summary (Official Form 6 - Summary) (12/07)

## United States Bankruptcy Court

In re Shapes / Arch Holdings, LLC,  
Debtor

Case No. \_\_\_\_\_

Chapter \_\_\_\_\_

### SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	YES		\$ 0.00		
B - Personal Property	YES		\$ 100,316.54		
C - Property Claimed as Exempt	YES				
D - Creditors Holding Secured Claims	YES			\$ 54,872,204.83	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES			\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES			\$ 0.00	
G - Executory Contracts and Unexpired Leases	YES				
H - Codebtors	YES				
I - Current Income of Individual Debtor(s)	NO				\$
J - Current Expenditures of Individual Debtors(s)	NO				\$
TOTAL			\$ 100,316.54	\$ 54,872,204.83	

B 6 Summary (Official Form 6 - Summary) (12/07)

## United States Bankruptcy Court

In re Shapes / Arch Holdings, LLC,  
Debtor

Case No. \_\_\_\_\_

Chapter \_\_\_\_\_

### STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$
Student Loan Obligations (from Schedule F)	\$
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$
<b>TOTAL</b>	\$

**State the following:**

Average Income (from Schedule I, Line 16)	\$
Average Expenses (from Schedule J, Line 18)	\$
Current Monthly Income (from Form 22A Line 12; <b>OR</b> , Form 22B Line 11; <b>OR</b> , Form 22C Line 20 )	\$

**State the following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$ 0.00
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$ 0.00	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$ 0.00
4. Total from Schedule F		\$ 0.00
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$ 0.00

## **GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING DEBTOR'S SCHEDULES AND STATEMENTS**

The Schedules of Assets and Liabilities (collectively, the "Schedules") and the Statements of Financial Affairs (collectively, the "Statements" and, together with the Schedules, the "Schedules and Statements") filed by Shapes/Arch Holdings L.L.C. in this chapter 11 case (the "Debtor") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") have been prepared pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure by management of the Debtor with the assistance of its court-appointed advisors and are unaudited. Although management has made every reasonable effort to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances based on information that was available at the time of preparation, subsequent information or errors or omissions may exist. Because the Schedules and Statements contain unaudited information, which is subject to further review and potential adjustment, there can be no assurance that these Schedules and Statements are complete. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to this chapter 11 case, including, but not limited to, issues involving substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtor and the Debtor's estate reserve the right to (a) dispute, or to assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules and Statements as to nature, amount, liability, priority, classification or otherwise; and (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated. These Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Debtor's Schedules and Statement (the "Global Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to and reviewed in connection with any review of the Schedules and Statement.

### **Amendment**

Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, inadvertent errors or omissions may exist. The Debtor reserves all rights to amend and/or supplement the Schedules and Statements as is necessary and appropriate.

### **Causes of Action**

Despite its reasonable efforts to identify all known assets, the Debtor may not have set forth all of the causes of action or potential causes of action against third parties as assets in the Schedules and Statement, including, but not limited to, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant non-bankruptcy laws to recover assets. The Debtor reserves all of rights with respect to any claims, causes of action or avoidance actions it may have and neither these Global Notes nor the Schedules and Statement shall be deemed a waiver of any such claim, causes of action or avoidance action or in any way prejudice or impair the assertion of such claims.

### **Claims Designations**

Any failure to designate a claim on the Debtor's Schedules and Statements as "disputed," "contingent" or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent" or "unliquidated." The Debtor reserves the right to dispute any claim reflected on the Schedules or Statements on any grounds, including, but not limited to, amount, liability or classification, or to otherwise subsequently designate such claims as "disputed," "contingent" or "unliquidated." In addition, the Debtor reserves the right to amend any claim to reflect invoices that have not been received or booked for goods or services provided before the petition date.

### **Foreign Currency**

Unless otherwise indicated, all amounts are reflected in U.S. dollars.

### **Schedule D – Creditors Holding Secured Claims**

Specifically reserved and not waived are the rights to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed on Schedule D of the Debtor. Moreover, although the Debtor may have scheduled claims of various creditors as secured claims, specifically reserved and not waived are all rights to dispute or challenge the secured nature of any such creditor's claims or the characterization of the structure of any such transaction or any document or instrument (including, without limitation, any intercreditor agreement) related to such creditor's claim. These descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated herein, real property lessors, utility companies and other parties which may hold security deposits or insurance companies that are the beneficiaries of letters of credit have not been listed on Schedule D.

### **Schedule G – Executory Contracts**

Although reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions or overinclusion may have occurred. The Debtor specifically reserves and does not waive any and all rights to dispute the validity, status or enforceability of any contract or other agreement set forth in Schedule G that may have expired or may have been modified, amended and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and/or other documents, instruments and/or agreements which may not be listed therein. The presence of a contract or agreement on Schedule G does not constitute an admission by the Debtor that such contract or agreement is an executory contract or unexpired lease. Specifically reserved and not waived are all rights to argue that any agreement listed in Schedule G may be treated as a secured financing agreement rather than an executory contract or unexpired lease.

Also specifically reserved and not waived are all rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument related to a creditor's claim.

Please note that the Debtor has not listed its outstanding purchase orders on Schedule G, but reserves the right to do so at a later time in its sole discretion. By not listing the purchase orders, the Debtor does not admit nor deny that the purchase orders are executory contracts.

Case No. \_\_\_\_\_  
(If known)

Total▶	0.00
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(Report also on Summary of Schedules.)

B 6B (Official Form 6B) (12/07)

In re SHAPES/ARCH HOLDINGS L.L.C.,  
DebtorCase No. \_\_\_\_\_  
(If known)**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X	See Exhibit B.2		100,316.54
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.				
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			

B 6B (Official Form 6B) (12/07) -- Cont.

In re SHAPES/ARCH HOLDINGS L.L.C.,  
Debtor

Case No. \_\_\_\_\_  
(If known)

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X	See Exhibit B.13		0.00
13. Stock and interests in incorporated and unincorporated businesses. Itemize.				
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			



B 6B (Official Form 6B) (12/07) -- Cont.

In re SHAPES/ARCH HOLDINGS L.L.C.,  
Debtor

Case No. \_\_\_\_\_  
(If known)

## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
continuation sheets attached Total▶				\$ 100,316.54

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

Case No. \_\_\_\_\_  
(If known)

☐ Check if debtor claims a homestead exemption that exceeds \$136,875.

- | DESCRIPTION OF PROPERTY | SPECIFY LAW PROVIDING EACH EXEMPTION | VALUE OF CLAIMED EXEMPTION | CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION |
|-------------------------|--------------------------------------|----------------------------|-------------------------------------------------------|
| NONE                    | None                                 |                            |                                                       |

B 6D (Official Form 6D) (12/07)

In re Shapes / Arch Holdings, LLC  
DebtorCase No. \_\_\_\_\_  
(If known)**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.



Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.								
Textron Financial/Business Credit 11575 Great Oaks Way, Suite 210 Alpharetta, GA 30022	X						6,945,848.74	
			VALUE \$					
ACCOUNT NO.								
CIT Group/Business Credit, Inc. 11 W. 42nd Street, 13th Floor New York, New York 10036	x						26,151,676.07	
			VALUE \$					
ACCOUNT NO.								
JP Morgan Chase Bank, N. A. 100 E. Broad Street, Columbus, Ohio 43215	x						21,774,680.02	
			VALUE \$					
Subtotal ► (Total of this page)							\$ 54,872,204.83	\$
Total ► (Use only on last page)							\$ 54,872,204.83	\$

(Report also on Summary of Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

continuation sheets  
attached

B 6D (Official Form 6D) (12/07) – Cont.

2

In re Shapes / Arch Holdings, LLC,  
Debtor

Case No. \_\_\_\_\_  
(if known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.			See Exhibit D.1 UCC Filings					
See Exhibit D.1 UCC Filings			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
Sheet no. _____ of _____ continuation sheets attached to Schedule of Creditors Holding Secured Claims							Subtotal (s) ► (Total(s) of this page)	\$ \$ 54,872,204.83
							Total(s) ► (Use only on last page)	\$ 0.00

(Report also on  
Summary of Schedules.)

(If applicable,  
report also on  
Statistical Summary  
of Certain  
Liabilities and  
Related Data.)

B 6E (Official Form 6E) (12/07)

In re Shapes / Arch Holdings, LLC,  
Debtor

Case No. \_\_\_\_\_  
(if known)

## SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

B 6E (Official Form 6E) (12/07) – Cont.

In re Shapes / Arch Holdings, LLC,  
Debtor

Case No. \_\_\_\_\_  
(if known)

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

\_\_\_\_\_ continuation sheets attached

B 6E (Official Form 6E) (12/07) – Cont.

In re Shapes / Arch Holdings, LLC,  
Debtor

Case No. \_\_\_\_\_  
(if known)

# **SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS** (Continuation Sheet)

Type of Priority for Claims Listed on This Sheet

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
Account No.									
Account No.									
Account No.									
Account No.									
Sheet no. _____ of _____ continuation sheets attached to Schedule of Creditors Holding Priority Claims							Subtotals▶ (Totals of this page)	\$	\$
Total▶ (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)							\$		
Totals▶ (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)								\$	\$

B 6F (Official Form 6F) (12/07)

In re Shapes / Arch Holdings, LLC,  
DebtorCase No. \_\_\_\_\_  
(if known)**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data..

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.	X		December 30, 2003 - Residual note for prior indebtedness.				0.00
National City Corporation 1900 East Ninth Street Cleveland, Ohio							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
Subtotal▶							\$ 0.00
Total▶							\$ 0.00

\_\_\_\_ continuation sheets attached

(Use only on last page of the completed Schedule F.)  
(Report also on Summary of Schedules and, if applicable, on the Statistical  
Summary of Certain Liabilities and Related Data.)



**Case No.** \_\_\_\_\_  
(if known)

## (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
Sheet no. _____ of _____ continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal ► \$ _____
Total ► (Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable on the Statistical Summary of Certain Liabilities and Related Data.)							\$ _____

B 6G (Official Form 6G) (12/07)

In re Shapes / Arch Holdings, LLC,  
Debtor

Case No. \_\_\_\_\_  
(if known)

### SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
See Schedule G.1 Executory Contracts and leases	

B 6H (Official Form 6H) (12/07)

In re Shapes / Arch Holdings, LLC,  
Debtor

Case No. \_\_\_\_\_  
(if known)

## SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Shapes, LLC 9000 River Road Delair, NJ 08110	CIT, JP Morgan Chase NA, Textron Financial See address on Schedule D
Accu-Weld, LLC 1211 Ford Rd Bensalem, PA 19020	CIT, JP Morgan Chase NA, Textron Financial See address on Schedule D
Delair, LLC 8600 River Road Delair, NJ 08110	CIT, JP Morgan Chase NA, Textron Financial See address on Schedule D
Ultra, LLC 1777 Hylton Road Delair, NJ 08110	CIT, JP Morgan Chase NA, Textron Financial See address on Schedule D



**Exhibit B.13 - Stock and interests in incorporated and unincorporated businesses**  
**Shapes / Arch Holdings, LLC**  
**CASE NO.**

<b>Name</b>	<b>EIN</b>	<b>Percent Ownership</b>	<b>Address</b>	<b>Nature of Business</b>	<b>Beginning and Ending Dates</b>
Shapes, LLC	22-3413455	100%	9000 River Road Delair, NJ 08110	Manufacturing and Distribution	Duration
Delair, LLC	22-3413446	100%	8600 River Road Delair, NJ 08110	Manufacturing and Distribution	Duration
Ultra, LLC	22-3413459	100%	1777 Hylton Road Pennsauken, NJ 08110	Manufacturing and Distribution	Duration
Accu-Weld, LLC	23-2829810	100%	1210 Ford Road Bensalem, PA 19020	Manufacturing and Distribution	Duration

ShaperArch Holdings	The CTF Group/Business Credit, Inc. as Agent	State of New Jersey	# 21862243 Filed 01/02/2004	Interests in Acco-Wood LLC, Shafar LLC, Shapera LLC and Umpg LLC			
ShaperArch Holdings	The CTF Group/Business Credit, Inc. as Agent	State of New Jersey	# 21871356 Filed 01/09/2004	all real and personal property, accounts, equipment, inventory, general intangibles, real estate interests, and other assets, interests, and claims, including accounts, goods, intellectual property, investment property			
ShaperArch Holdings	Hefling Financial Services, Inc.	State of New Jersey	# 22050050 Filed 02/27/2008	leased equipment, proceeds	X		X

Exhibit G.1--Executory Contracts and Unexpired Leases  
Shapes / Arch Holdings, LLC.  
Case No.

Name of Other Party to Lease or Contract	Address	Description of Contract or Lease
Open Purchase Orders with Customers	N/A	Purchase Order with Customer for Sale of Product
Open Purchase Orders with Suppliers and Vendors	N/A	Purchase Order with Vendor/Supplier for Purchase of Goods or Services
De Lage Landen Financial Services, Inc/ NMHG Financial Services	1111 Old Eagle School Road, Wayne, PA 19087/ PO Box 643749	Hyster H80XM w/rotator lease (Paintline)
De Lage Landen Financial Services, Inc/ NMHG Financial Services	1112 Old Eagle School Road, Wayne, PA 19087/ PO Box 643749	Hyster H60XM lease (Delgard)
NMHG Financial Services	PO Box 643749 Pittsburgh, PA 15264-3749	(6) Hyster H60FT Forklift leases (Delair)
NMHG Financial Services	PO Box 643749 Pittsburgh, PA 15264-3750	(3) Hyster H60XM Forklift leases (2-shipping, 1-Delgard)
NMHG Financial Services	PO Box 643749 Pittsburgh, PA 15264-3751	(1) Hyster H60XM forklift (Delgard)
Crown Credit Company	PO Box 640352, Cincinnati, OH 45264-0352	(2) Crown WP2340-45 walk-behind forklift leases
Crown Credit Company	PO Box 640352, Cincinnati, OH 45264-0353	Drexel SLT-30 lease (Delair)
Zurich American Insurance Company	One Liberty Plaza, 30th Floor New York, NY 10006	Crime Policy for 05/01/07 to 02/01/08
Fireman's Fund Insurance Company	701 Lee Road- Suite 205 Chesterbrook, PA 19087	Ocean Marine Policy proposal for 09/15/07 - 09/15/08
Wells Fargo Insurance Services	P. O.Box 8032 Stevens Point, Wisconsin 54481	Transit/Location Floater Policy proposal for 09/20/07- 09/20/08
Sentry Insurance a Mutual Company	701 Lee Road- Suite 205 Chesterbrook, PA 19087	Workes' Comp & Employers Liability Policy for 05/01/07- 05/01/08
Wells Fargo Insurance Services	One Liberty Plaza, 30th Floor New York, NY 10006	Property Insurance Policy for 07/01/07 - 07/01/08
Zurich American Insurance Company	82 Homestead Street, Simsbury, CT 06070-7983	Umbrella Policy for 05/01/07 - 05/01/08
Executive Risk Specialty Insurance Company	One Tower Square, Hartford, CT 06183	Employed Lawyer Policy for 05/01/07 - 05/01/08
Travelers	One Liberty Plaza, 30th Floor New York, NY 10006	Inland Marine Policy for 03/27/07 - 03/27/08
Zurich American Insurance Company	100 Summer Street, Boston, MA 02110-2103	Directors and Officers Liability Policy for 05/01/07 - 05/01/08
Lexington Insurance Company	100 Summer Street, Boston, MA 02110-2103	Delair Product Liability Policy for 08/01/07 - 08/01/08
Lexington Insurance Company	P. O.Box 8032 Stevens Point, Wisconsin 54481	Delair Excess Product Liability Policy for 06/07/07 - 06/30/08
Sentry Insurance a Mutual Company	P. O.Box 8032 Stevens Point, Wisconsin 54481	Automobile Coverage Policy for 07/01/07 - 07/01/08
Sentry Insurance a Mutual Company	P. O.Box 8032 Stevens Point, Wisconsin 54481	General Liability Policy for 05/01/07 - 05/01/08
National Union Fire Insurance Company of Pittsburgh, PA (AIG World Source)	United Plaza, Suite 700, 30 S. 17th Stree, Phila., PA 19103	Foraing Commercial Package Policy for 05/01/07 - 05/01/08
Resolute Management	United Plaza, Suite 700, 30 S. 17th Stree, Phila., PA 19103	General Liability Policy for 1966-1967
Resolute Management	United Plaza, Suite 700, 30 S. 17th Stree, Phila., PA 19103	General Liability Policy for 1967-1968
Resolute Management	United Plaza, Suite 700, 30 S. 17th Stree, Phila., PA 19103	General Liability Policy for 1968-1969
Resolute Management	United Plaza, Suite 700, 30 S. 17th Stree, Phila., PA 19103	General Liability Policy for 1969-1970
Resolute Management	United Plaza, Suite 700, 30 S. 17th Stree, Phila., PA 19103	General Liability Policy for 1970-1971
Resolute Management	United Plaza, Suite 700, 30 S. 17th Stree, Phila., PA 19103	General Liability Policy for 1971-1972
Resolute Management	United Plaza, Suite 700, 30 S. 17th Stree, Phila., PA 19103	General Liability Policy for 1972-1973
NJ P&L Insurance Guaranty Assoc.	222 Mt. Airy Rd., Basking Ridge, NJ 07920	General Liability Policy for 1973-1974
NJ P&L Insurance Guaranty Assoc.	222 Mt. Airy Rd., Basking Ridge, NJ 07920	General Liability Policy for 1974-1975
NJ P&L Insurance Guaranty Assoc.	222 Mt. Airy Rd., Basking Ridge, NJ 07920	General Liability Policy for 1975-1976
NJ P&L Insurance Guaranty Assoc.	222 Mt. Airy Rd., Basking Ridge, NJ 07920	General Liability Policy for 1976-1977
NJ P&L Insurance Guaranty Assoc.	222 Mt. Airy Rd., Basking Ridge, NJ 07920	General Liability Policy for 1977-1978
Liberty Mutual Ins. Co.	100 Liberty Way, Dover, NH 03820	General Liability Policy for 1977-1978
Liberty Mutual Ins. Co.	100 Liberty Way, Dover, NH 03820	General Liability Policy for 1978-1979
Liberty Mutual Ins. Co.	100 Liberty Way, Dover, NH 03820	General Liability Policy for 1979-1980
Liberty Mutual Ins. Co.	100 Liberty Way, Dover, NH 03820	General Liability Policy for 1980-1981
Liberty Mutual Ins. Co.	100 Liberty Way, Dover, NH 03820	General Liability Policy for 1981-1982
Liberty Mutual Ins. Co.	100 Liberty Way, Dover, NH 03820	General Liability Policy for 1982-1983
Liberty Mutual Ins. Co.	100 Liberty Way, Dover, NH 03820	General Liability Policy for 1983-1984
The PMA Group	P.O. Box 3031, Blue Bell, PA 19422	General Liability Policy for 1984-1985
The PMA Group	P.O. Box 3031, Blue Bell, PA 19422	General Liability Policy for 1985-1986
Resolute Management	United Plaza, Suite 700, 30 S. 17th Stree, Phila., PA 19103	Excess Insurance Policy 1966-1967
Resolute Management	United Plaza, Suite 700, 30 S. 17th Stree, Phila., PA 19103	Excess Insurance Policy 1967-1968
Resolute Management	United Plaza, Suite 700, 30 S. 17th Stree, Phila., PA 19103	Excess Insurance Policy 1968-1969
Resolute Management	United Plaza, Suite 700, 30 S. 17th Stree, Phila., PA 19103	Excess Insurance Policy 1969-1970
Resolute Management	United Plaza, Suite 700, 30 S. 17th Stree, Phila., PA 19103	Excess Insurance Policy 1970-1971
Resolute Management	United Plaza, Suite 700, 30 S. 17th Stree, Phila., PA 19103	Excess Insurance Policy 1971-1972
Resolute Management	United Plaza, Suite 700, 30 S. 17th Stree, Phila., PA 19103	Excess Insurance Policy 1972-1973
Continental Casualty	55 East Monroe Street, Chicago, IL 60603	Excess Insurance Policy 1973-1974
Continental Casualty	100 Liberty Way, Dover, NH 03820	Excess Insurance Policy 1974-1975
Continental Casualty	100 Liberty Way, Dover, NH 03820	Excess Insurance Policy 1975-1976
Continental Casualty	100 Liberty Way, Dover, NH 03820	Excess Insurance Policy 1976-1977
National Union Fire Insurance Company	100 Liberty Way, Dover, NH 03820	Excess Insurance Policy 1977-1978
Interstate Fire and Casualty Co.	100 Liberty Way, Dover, NH 03820	Excess Insurance Policy 1978-1979
Liberty Mutual Ins. Co.	100 Liberty Way, Dover, NH 03820	Excess Insurance Policy 1979-1980
Liberty Mutual Ins. Co.	100 Liberty Way, Dover, NH 03820	Excess Insurance Policy 1980-1981
Liberty Mutual Ins. Co.	100 Liberty Way, Dover, NH 03820	Excess Insurance Policy 1981-1982
Western Employers	600 Jefferson Street, Houston, TX 77002-7392	Excess Insurance Policy 1982-1983
Highlands Insurance	222 Mt. Airy Rd., Basking Ridge, NJ 07920	Excess Insurance Policy 1983-1984
NJ P&L Insurance Guaranty Assoc.	550 Route 206, Suite 110, Bedminster, NJ 07921	Excess Insurance Policy 1984-1985
Columbia Casualty	Skandia America Group - One Liberty Plaza, New York, NY 10006	Excess Insurance Policy 1984-1985
The Chubb Group of Ins. Companies	465A Conshohocken State Road, Bala Cynwyd, PA 19004	Excess Insurance Policy 1985-1986
Hudson	465A Conshohocken State Road, Bala Cynwyd, PA 19004	Excess Insurance Policy 1986-1987
Granite State	2 Penn Plaza, Suite 1910, New York, NY 10121	Excess Insurance Policy 1987-1988
California Union	508 Leonard Lane, Mullica Hill, NJ 08062	Excess Insurance Policy 1988-1989
Steve Grabell	6000 Midlantic Drive, Suite 333 Mt. Laurel, NJ 08054-1660	Excess Insurance Policy 1989-1990
Steve Grabell	2305 Market Street, Suite 1920 Philadelphia, PA 19103	Excess Insurance Policy 1990-1991
Phoenix Management Services	711 High Street, Des Moines, Iowa 50392-0001	Excess Insurance Policy 1991-1992
Paul Sorensen	Two PNC Plaza - 8th Floor, 620 Liberty Ave. Pittsburgh, PA 15222	Excess Insurance Policy 1992-1993
Amerihealth	5 Charles Lane, Cherry Hill, NJ 08003	Excess Insurance Policy 1993-1994
Guardian	1021 West 8th Avenue, King of Prussia, PA 19406-1553	Excess Insurance Policy 1994-1995
Principal Financial	1021 West 8th Avenue, King of Prussia, PA 19406-1553	Excess Insurance Policy 1995-1996
Prudential Financial	1021 West 8th Avenue, King of Prussia, PA 19406-1553	Excess Insurance Policy 1996-1997
David Gollin		Excess Insurance Policy 1997-1998
Brokerage Concepts Inc.		Excess Insurance Policy 1998-1999
Benefits Concepts Inc.		Excess Insurance Policy 1999-2000
Benefits Concepts Inc.		Excess Insurance Policy 2000-2001
Kronos		Excess Insurance Policy 2001-2002

**United States Bankruptcy Court  
District of New Jersey**In re **Shapes/Arch Holdings L.L.C.**

Debtor(s)

Case No.

Chapter

**11****DECLARATION CONCERNING DEBTOR'S SCHEDULES****DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Chief Executive Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 18 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **March 16, 2008**Signature **/s/ Steven Grabell****Steven Grabell****Chief Executive Officer**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.



**United States Bankruptcy Court**  
**District of New Jersey**

In re Shapes/Arch Holdings L.L.C.

Debtor

Case No. \_\_\_\_\_

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>BEN, LLC</b> <b>9000 River Road</b> <b>Delair, NJ 08110</b>			

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date March 16, 2008

Signature /s/ Steven Grabell

**Steven Grabell**  
**Chief Executive Officer**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.